

7A(c)(10)

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, July 06, 2006 7:14 PM
To: Verne, B. Michael
Subject: informal HSR inquiry/7A(c)(10)

Dear Mike, please confirm that no HSR filing is necessary in the following situation:

Acquiring Party acquired 12% of Acquired Party's voting securities, put a board member on the board of directors and filed an HSR (within the last 18 months) and was granted early termination. Acquiring Party now wishes to exercise its preemptive rights to prevent dilution of its holdings. These preemptive rights will cost the Acquiring Party approximately \$100 million, but the Acquiring Party will not hold a percentage of voting securities greater than what it holds now (likely it will be in the 8-9% range). I believe that this situation fits under 7A(c)(10) of the HSR Act.

Thanks, [REDACTED]

AGREE 7A(c)(10)
EXEMPTS THIS.
Burchfield
7/6/06